GODFREY PHILLIPS
—INDIA LIMITED—

Godfrey Phillips India Limited
49 Community Centre,
Friends Colony, New Delhi-110 025
Tel: +91 11 2683 2155, 2684 0148
Fax: +91 11 2684 0775, 2683 5803
www.godfreyphillips.com
isc-gpi@modi.com

24th August, 2017

The Manager, Listing Department
The National Stock Exchange of India Ltd.,
'Exchange Plaza', C-1, Block G,
Bandra Kurla Complex,
Bandra (E), Mumbai – 400 051

Reg.: Intimation of Cut-off date of E-voting for the purpose of AGM

Dear Sir,

In compliance with the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (LODR) Regulations, 2015, the Company is pleased to provide e-voting facility to all members through platform of NSDL.

The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 8th September, 2017.

The remote e-voting period commences from Tuesday 12th September, 2017 at 9 a.m. and ends on Thursday 14th September, 2017 at 5.00 p.m. During this period Shareholders of the Company, holding shares either in physical or in dematerialized form, as on cut-off date i.e. 8th September, 2017 may cast their vote electronically. The remote e-voting shall be disabled thereafter and no e-voting will be allowed thereafter. A copy of the Notice of the Annual General Meeting scheduled to be held on 15th Sep, 2017 is attached herewith.

Please take the same on record.

Thanking you,
Yours truly,
for **Godfrey Phillips India Ltd.**

Sanjay Gupta
Company Secretary

Encl : As above

c.c. 1. Corporate Relationship Department
BSE limited
1st Floor, New Trading Ring, Rotundu Building
P J Towers, Dalal Street, Fort,
Mumbai – 400 001

GODFREY PHILLIPS INDIA LIMITED

Registered Office:
'Macropolo Building', Ground Floor, Next to Kala Chowky Post Office,
Dr. Babasaheb Ambedkar Road, Lalbaug, Mumbai – 400 033
CIN: L16004MH1936PLC008587
Email : isc-gpi@modi.com Website : www.godfreyphillips.com

GODFREY PHILLIPS
—INDIA LIMITED—

NOTICE

NOTICE is hereby given that the **Eightieth Annual General Meeting of Godfrey Phillips India Limited will be held at Rama Watumull Auditorium, K.C. College, Dinshaw Wacha Road, Churchgate, Mumbai - 400 020 on Friday, the 15th September, 2017 at 3:30 P.M.** to transact the following business:

Ordinary Business:

1. To receive, consider and adopt:

a. the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2017, the reports of the Board of Directors and Auditors thereon; and

b. the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2017.

2. To declare dividend on Equity Shares for the year ended 31st March, 2017.

3. To appoint a director in place of Mr. Samir Modi (DIN 00029554) who retires by rotation and being eligible, offers himself for re-appointment.

4. To appoint Mr. Sharad Aggarwal (DIN 07438861) as a director, who shall be liable to retire by rotation in place of Mr. R. Ramamurthy Iyer (DIN 00030463) who retires by rotation and despite being eligible, does not offer himself for re-appointment and in this regard, to consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT Mr. R. Ramamurthy Iyer (DIN 00030463), a director liable to retire by rotation, who does not offer himself for re-appointment, ceases to be a director at this AGM.

RESOLVED FURTHER THAT Mr. Sharad Aggarwal (DIN 07438861) be and is hereby appointed as a director with effect from 1st October, 2017 who shall be liable to retire by rotation".

5. To appoint M/s. S.R.BATLIBOI & CO. LLP, Chartered Accountants, (FRN 301003E), as the Statutory Auditors of the Company and to fix their remuneration and in this regard, to consider and, if thought fit to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139 and 142 and other applicable provisions, if any, of the Companies Act,2013,("the Act") read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. S.R.BATLIBOI & CO. LLP, Chartered Accountants, (FRN 301003E) be and are hereby appointed as the Statutory Auditors of the Company in place of the retiring auditors M/s. Deloitte Haskins & Sells, Chartered Accountants, to hold office from the conclusion of this Annual General Meeting until the conclusion of the Eighty Fifth Annual General Meeting of the Company to be held in calendar year 2022 (subject to ratification of their appointment at every Annual General Meeting , if so required under the Act), at such remuneration (including reimbursement of out of pocket expenses) as may be mutually agreed to, between the Board of Directors and the Auditors".

GODFREY PHILLIPS
—INDIA LIMITED—

Special Business:

To consider and if thought fit, to pass the following Resolutions with or without modification(s):

6. As an Ordinary Resolution

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Amendment Rules, 2014 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s Chandra Wadhwa & Co., Cost Accountants (Firm Registration Number - 00239), appointed as Cost Auditors for conducting audit of the cost accounting records of 'Tea' business of the Company for the Financial Year ending 31st March, 2018 be paid a remuneration, not exceeding Rs.2.50 lakhs (Two lakhs fifty thousand only) plus service tax as applicable and re-imbursement of out of pocket expenses incurred by them in connection with the aforesaid audit."

7. As a Special Resolution

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013, read with Schedule V thereto and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s), or re-enactment thereof for the time being in force), and in partial modification of resolution passed in this regard in the Annual General Meeting held on 29th September, 2015, the Company hereby approves alterations in terms & conditions relating to payment of remuneration to Mr. K.K. Modi (DIN 00029407) with effect from 1st April, 2017 for the remaining period of his current tenure i.e. upto August 13, 2018 as per revised terms set out in the Explanatory Statement annexed to this Notice and also in the draft letter setting out the revised terms of appointment proposed to be issued by the Company to Mr. K.K. Modi, a copy whereof duly initialed by the Chairman for the purpose of identification is placed before the meeting.

RESOLVED FURTHER THAT the Directors and Company Secretary be and are hereby severally authorized to file the necessary returns with Registrar of Companies and to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution."

8. As an Ordinary Resolution

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013 read with Schedule V thereto and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications, or re-enactment thereof for the time being in force) and in partial modification of resolution passed in this regard in the Annual General Meeting held on 29th September, 2015, the Company hereby approves alteration in the terms & conditions relating to payment of remuneration to Mr. Samir Modi (DIN 00029554) with effect from 1st April, 2017 for the remaining period of his current tenure i.e. up to 30th September, 2018 as per revised terms set out in the Explanatory Statement annexed to this Notice and also in the draft letter of appointment proposed to be issued by the Company to Mr. Samir Modi, a copy whereof duly initialed by the Chairman for the purposes of identification, is placed before the meeting.

RESOLVED FURTHER THAT pursuant to the provisions of Section 197 and other applicable provisions of the Companies Act, 2013, read with Schedule V thereto and subject to the approval of the Central Government if required, such remuneration as aforesaid be paid and provided to Mr. Samir Modi, as minimum remuneration, in the event of absence or inadequacy of profits of the Company in any financial year during his term of office.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter, amend, vary or modify the terms and conditions of appointment and remuneration as it may deem fit and as may be acceptable to Mr. Samir Modi, subject to the remuneration not exceeding the limits specified in Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

RESOLVED FURTHER THAT the Directors and Company Secretary be and are hereby severally authorized to file the necessary returns with Registrar of Companies and to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution."

9. As an Ordinary Resolution

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013 read with Schedule V thereto and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and upon the recommendation of the Board of Directors of the Company, the consent of the Company be and is hereby accorded for appointment of Mr. Sharad Aggarwal (DIN 07438861), as a Whole-time Director of the Company for a period of five years with effect from October 1, 2017, as per the principal terms and conditions set out in the Explanatory Statement annexed hereto and also in the draft letter of appointment proposed to be issued by the Company to Mr. Sharad Aggarwal, a copy whereof duly initialed by the Chairman for the purpose of identification, is placed before the meeting.

RESOLVED FURTHER THAT pursuant to the provisions of Section 197 read with Schedule V thereto and subject to the approval of the Central Government, if required, such remuneration as aforesaid be paid and provided to Mr. Sharad Aggarwal as minimum remuneration, in case of absence or inadequacy of profits of the Company in any financial year during his term of office.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter, amend, vary or modify the terms and conditions of appointment and remuneration as it may deem fit and as may be acceptable to Mr. Sharad Aggarwal, subject to the remuneration not exceeding the limits specified in Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

RESOLVED FURTHER THAT the Directors and Company Secretary be and are hereby severally authorized to file the necessary returns with Registrar of Companies and to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution."

New Delhi : August 12, 2017

By order of the Board
for Godfrey Phillips India Limited

REGISTERED OFFICE:
'Macropolo Building', Ground Floor,
Next to Kala Chowky Post Office,
Dr. Babasaheb Ambedkar Road,
Lalbaug, Mumbai - 400 033

Sanjay Gupta
Company Secretary
Membership No.7545

GODFREY PHILLIPS
—INDIA LIMITED—

Notes:

1. The Register of Members and Share Transfer Register of the Company shall remain closed from September 9, 2017 to September 15, 2017 (both days inclusive) for the purpose of payment of dividend for the year ended 31st March, 2017.
2. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the company. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. Proxy Form, in order to be effective, shall be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy form is annexed to this Notice. Proxy forms submitted on behalf of the limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.
3. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts in respect of Items 4, 5, 6, 7, 8 & 9 is annexed to the Notice of the meeting.
4. Dividend when declared, will be paid from September 20, 2017 to those members of the Company whose names appear on the Register of Members on September 15, 2017 after giving effect to all the valid transfers in physical form lodged on or before the close of business hours on September 8, 2017. In respect of shares held in electronic form, dividend will be payable on the basis of beneficial ownership as at the close of business hours on September 8, 2017 as per details to be furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for this purpose.
5. Members are requested to note that the Company's shares are under compulsory demat trading for all the investors. Members are, therefore, requested to dematerialize their shareholding to avoid any inconvenience.
6. Members holding shares in dematerialized mode are requested to intimate all changes pertaining to their name, address, bank details, ECS mandate, nominations, power of attorney, email ID, etc. to their depository participants only and not to the Company or its Registrar and Transfer Agents. The said intimation will be automatically reflected in the Company's records.
7. Pursuant to the provisions of Section 205A(5) of the Companies Act, 1956, all unpaid or unclaimed dividends for the financial years 1993-94 have been transferred to the General Revenue Account of the Central Government. Further, pursuant to the provisions of Section 205A(5) and 205C of the Companies Act, 1956 as amended, all unpaid or unclaimed dividends for the financial years 1994-95 to 2008-2009 have already been transferred by the Company to the credit of the Investor Education & Protection Fund established by the Central Government. Unclaimed dividend for the financial years 2009-10 and 2010-2011 would become due for transfer sometime in October, 2017 and October, 2018, respectively. The Company has commenced the process of complying with the provisions of Section 124(6) of the Companies Act, 2013 read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 and any amendment thereof and will be completed by the due dates as specified under the relevant statutes. Reminders have already been sent to the shareholders in the month of March 2017 whose dividend has not been claimed for seven consecutive years whose shares are liable to be transfer to Investor Education and Protection Fund.

   Members are requested to write to the Registrar and Transfer Agents of the Company to obtain payment of any dividend which might be lying unclaimed in their account with the Company before those are transferred to the Investor Education & Protection Fund referred to as above.
8. Members may please note that the Registrar and Transfer Agents (RTA) of the Company, M/s. LINK INTIME INDIA PVT. LTD. operate from their office at C-101,247 Park, L.B.S. Marg, Vikhroli (West), Mumbai- 400083 and members are requested to contact them for any investor related services in respect of the Company at this address or at their Delhi office located at 44, Community Centre, 2nd floor, Naraina Ind Area Phase I, Near PVR Naraina, New Delhi 110028. Their telephone and fax nos. and e-mail address are as under :

   Link Intime India Pvt Limited
   C-101, 247 Park, L.B.S. Marg,
   Vikhroli (West), Mumbai – 400083
   Telephone No : 022-49186270
   Fax : 022-49186060
   E-mail id : rnt.helpdesk@linkintime.co.in

   Delhi office at Naraina Ind. Area,
   Phase I, New Delhi
   Telephone No : 011- 41410592/93/94
   Fax : 011- 41410591
   E-mail id : delhi@linkintime.co.in

9. Members holding shares in single name and in physical form are advised to make nomination in respect of their shareholding in the Company. The Nomination Form SH-13 prescribed under the Companies Act, 2013 can be obtained from the Registrar and Transfer Agents.
10. The Statement of Profit and Loss for the financial year ended 31st March, 2017, the Balance Sheet as at that date, the Auditors' Report, the Directors' Report and all other documents annexed or attached to the Balance Sheet, are available for inspection by Members at the Registered Office and Corporate Office of the Company between 11:00 a.m. and 1:00 p.m. on working days up to the date of this AGM. Members may also visit the Company's website www.godfreyphillips.com for viewing various financial information including the quarterly results and annual report of the Company.

    As a part of its 'Green Initiative' in the Corporate Governance and pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with the relevant Rules issued thereunder, companies can serve annual report and other communications through electronic mode to those shareholders who have registered their e-mail address either with the company or with its depository participant. Therefore, electronic copy of the annual report along with the Notice is being sent to all those members whose e-mail addresses are registered with the Company/Depository Participant unless a member has requested for a physical copy of the same.
11. Vide its Circular No. CIR/MRD/DP/10/2013 dated March 21, 2013, the SEBI has instructed all the companies to use electronic mode of payment to the investors. Companies whose securities are listed on Stock Exchanges are directed to use, either directly or through their RTI & STA, any Reserve Bank of India approved electronic mode of payment such as ECS [LECS (Local ECS) / RECS (Regional ECS) / NECS (National ECS)], NEFT etc.

    Members, who have not yet submitted their requisite bank account details, are once again requested to kindly provide these details latest by 1st September, 2017, by quoting their reference folio number(s) if shares are held in physical form. If shares are held in dematerialised form, Members may kindly provide the requisite bank account details to their Depository Participant to ensure that dividend payment is correctly credited to their account.
12. Brief resume of the Directors proposed to be appointed/re-appointed containing details such as nature of their expertise in specific functional areas, names of the Companies in which they hold directorships of the Board and memberships/chairmanships of the Committee(s), shareholding and relationship between directors inter-se, as stipulated in Regulation 36(3) of the SEBI (LODR) Regulations, 2015 have been given in the Corporate Governance Report and shall be deemed to form part of this Notice. The Directors concerned have furnished requisite consents/declarations for their appointment/re-appointment.
13. The SEBI has directed that it shall be mandatory to furnish a copy of the PAN card to the Company or its RTA for registration of transfer/transmission/transposition of shares in relation to the securities market transaction and off market/private market transaction in physical form. Hence, all prospective shareholders acquiring shares in physical form are requested to provide a copy of the PAN card along with their request for registration of transfer /transmission/transposition of shares sent by them.
14. The address of the registered office of Company is as detailed hereunder:
    Godfrey Phillips India Limited
    'Macropolo Building', Ground Floor,
    Next to Kala Chowky Post Office,
    Dr. Babasaheb Ambedkar Road,
    Lalbaug, Mumbai - 400 033
    Telephone No. :- 022- 61952300
    Fax No. :- 022 – 61952319
15. **Voting through electronic means:** Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (LODR) Regulations, 2015, the Company is pleased to provide to its Members, the facility to exercise their vote through electronic means i.e. 'remote e-voting' on resolutions proposed to be passed at this Annual General Meeting.

    The facility for voting through ballot papers will also be provided at the Annual General Meeting. The Members attending the Meeting who have not cast their vote earlier by remote e-voting shall be entitled to vote at the Meeting. A Member can participate in the Meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the Meeting.

    Complete instructions for remote e-voting including details of login ID, process and manner for generating or receiving the password and for casting vote in a secure manner is given in the remote e-voting Form annexed to this Notice.

    Members are requested to bring their copy of Annual Report along with them at the Annual General Meeting. No copies of the report will be distributed at the Meeting.

GODFREY PHILLIPS
—INDIA LIMITED—

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

Item No. 4.

This Explanatory Statement is provided though strictly not required as per Section 102 of the Act.

Pursuant to the provisions of section 152 of the Companies Act, 2013 and in accordance with the Articles of Association of the Company, Mr. R. Ramamurthy Iyer, Director, retires by rotation at the ensuing Annual General Meeting but has expressed his intention not to seek re-appointment.

Mr. R. Ramamurthy Iyer has been on the Board of the Company since August 14, 2009. The Board places on record its sincere appreciation and recognition of the valuable contribution and service rendered by Mr. R. Ramamurthy Iyer during his tenure as Director on the Board of the Company. The Board has already recommended to fill up the vacancy arising out of his retirement at this AGM.

Based on recommendation of Nomination and Remuneration Committee and subject to approval of the Shareholders, the Board of Directors in its meeting held on 12th August, 2017, recommended for appointment of Mr. Sharad Aggarwal as a Director who shall be liable to retire by rotation in place of Mr. R.Ramamurthy Iyer with effect from 1st October, 2017.

The Company has received a notice in writing with the requisite deposit, from a member proposing his candidature for appointment as a Director of the Company.

None of Directors and Key Managerial Personnel and / or their relatives are concerned or interested, financially or otherwise, in the said resolution except Mr. R. Ramamurthy Iyer and Mr. Sharad Aggarwal.

Documents, if any, referred above, are made available for inspection by any member of the Company at the Registered Office and Corporate Office of the Company during the business hours on any working day.

Your Directors recommend the resolution for your approval.

Item No. 5.

This Explanatory Statement though not required as per Section 102 of the Companies Act, has been provided as part of good governance.

As per the provisions of Section 139 of the Companies Act, 2013 ("the Act") read with Rules made thereunder, the term of the existing Statutory Auditors, M/s Deloitte Haskins & Sells, Chartered Accountants is upto the conclusion of this Annual General Meeting (AGM).

The Board of Directors has, based on the recommendation of the Audit Committee, proposed the appointment of M/s. S.R. BATLIBOI & CO. LLP, Chartered Accountants, (FRN 301003E), as the Statutory Auditors of the Company for a period of five years, i.e. to hold office from the conclusion of this AGM till the conclusion of the Eighty Fifth AGM of the Company to be held in the calendar year 2022, subject to ratification of their appointment at every AGM, if so required under the Act.

M/s. S.R. BATLIBOI & CO. LLP, have consented to their appointment as Statutory Auditors and have confirmed that if appointed, their appointment will be in accordance with Section 139 read with Section 141 of the Act.

None of the Directors and Key Managerial Personnel and / or their relatives are concerned or interested, financially or otherwise, in the said resolution.

Your Directors recommend the resolution for your approval.

Item No. 6.

On the recommendation of the Audit Committee, the Board of Directors of the Company approved the re-appointment of M/s. Chandra Wadhwa & Co., Cost Accountants, as Cost Auditors to conduct the audit of the Cost Accounting Records of 'Tea' business of the Company for the financial year 2017-18. In terms of the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is to be approved by the Members of the Company. Accordingly, the Members are requested to approve the remuneration payable to the Cost Auditor for the financial year 2017-18 as set out in the resolution.

None of the Directors or Key Managerial Personnel and / or their relatives is concerned or interested in the said resolution.

Your Directors recommend the resolution for your approval.

Item No. 7.

At the Annual General Meeting held on 29th September, 2015, Mr. K.K. Modi was re-appointed as Managing Director of the Company for a period of 3 years with effect from 14th August 2015 and his present term shall expire on 13th August 2018.

On the recommendation of Nomination and Remuneration Committee and subject to approval of the Shareholders, the Board of Directors of the Company, in its meeting held on 30th May 2017, approved alteration in terms & conditions relating to payment of remuneration to Mr. K.K. Modi with effect from 1st April, 2017 for the remaining period of his current tenure i.e. upto August 13, 2018 as stipulated below, with other terms and conditions of Mr. Modi's appointment remaining unchanged.

Mr. Modi is currently holding the position of Managing Director in Indofil Industries Limited and has been receiving remuneration from that entity.

As Mr. Modi has attained the age of more than 70 years, your approval for alteration in his remuneration is being sought for by way a of Special Resolution pursuant to the requirement of Section 196 read with Schedule V to the Companies Act, 2013.

Copy of the draft letter setting out revised terms of remuneration to be issued to Mr. K.K. Modi, Managing Director, is open for inspection by any member of the Company at its Registered Office and Corporate Office during business hours on any working day. The same may be treated as written memorandum setting out the alteration in the terms of his appointment under Section 190 of the Companies Act, 2013.

None of the Directors, Key Managerial Personnel and / or their relatives except Mr. K.K. Modi himself, Mrs. Bina Modi, Mr. Samir Modi and Mr. Ruchir Kumar Modi are deemed to be concerned or interested in the proposed resolution.

Brief profile of Mr. K.K. Modi is as follows:

Name of the Director	Mr. K.K. Modi@
Director Identification Number	00029407
Date of joining the Board	05/11/1979
Qualification	B.Sc., Advanced Management Programme from Harvard Business School
Profile of the Director	Mr. K. K. Modi is a well known industrialist who has made significant contribution to the Indian Industry. Mr. Modi held numerous positions in the industry, trade, education and charitable organizations including as the president of FICCI and PHDCCI. Mr. Modi has been a driving force in the Company and has been instrumental in revamping the organization, upgrading and enhancing its manufacturing facilities, making substantial investments in building brands and creating new talent pool.
Directorships and Committee memberships in other companies*	1. Good Investment (India) Ltd. 2. Indofil Industries Ltd. 3. Modi Industries Ltd. 4. Modicare Ltd. (also chairman of its Audit Committee) 5. Modi Spinning and Weaving Mills Company Ltd. 6. Premium Merchants Ltd.
Number of Shares held in Company	2000
Age	76 years

@ Husband of Mrs. Bina Modi and Father of Mr. Samir Modi

* Excludes directorships in private limited companies, foreign companies, alternate directorships and also memberships of Managing Committees of various chambers/bodies. Represents memberships/chairmanships of Audit Committee and Stakeholders' Relationship Committee (excluding private companies).

The details of his last drawn remuneration and the number of Board Meetings attended by him during the previous year, forms part of the Corporate Governance Report and shall be deemed as part of this Explanatory Statement.

The draft of the fresh letter setting out revised terms of remuneration payable is as thus:

Duties and Powers	Subject to the supervision and control of the Board of Directors, Mr. K. K. Modi will be carrying out such duties and exercise such powers as may be entrusted to him by the Board of Directors of the Company from time to time.
Remuneration/Sitting Fee/ Perquisites	W.e.f 1st April 2017, Mr. Modi will not draw any salary and/ or commission from the Company nor shall he be entitled to any sitting fee during the remaining period of his current tenure. However, subject to the limits set out in Section 197 and Section 203 of the Companies Act, 2013 read with Schedule V thereto, he shall continue to be eligible to the following facilities from the Company for use in the course of the business of the Company: (i) Company maintained car with driver for use for the Company's business and personal purposes. (ii) Telecommunication facility at residence including mobile phone, internet facility and any other means of communication facility. (iii) Reimbursement of all the actual expenses including entertainment and travelling, incurred during the course of the Company's business as per rules of the Company.

The aforesaid appointment may be terminated by either party by giving six calendar months' notice in writing to the other.

Your Directors recommend the resolution for your approval.

Item No. 8.

At the Annual General Meeting held on 29th September, 2015 Mr. Samir Modi was re-appointed as an Executive Director in the Company for a period of three years with effect from 1st October 2015. His present tenure shall expire on 30th September 2018.

Considering the current scale of operations of the Company in which his involvement in guiding and mentoring existing and new business interests of the Company has become very vital, the Board of Directors has recommended increase in his current compensation with effect from 1st April 2017.

Copy of the draft letter setting out revised terms of appointment of Mr. Samir Modi is open for inspection by any Member at the Registered Office and Corporate Office of the Company during the business hours on any working day. The same may be treated as written memorandum setting out the terms and conditions of his appointment under Section 190 of the Companies Act, 2013.

None of the Directors, Key Managerial Personnel and / or their relatives except Mr. K.K. Modi, Mrs. Bina Modi, Mr. Samir Modi himself and Mr. Ruchir Kumar Modi, is deemed to be concerned or interested in the proposed resolution.

Brief profile of Mr. Samir Modi is as follows:

Name of the Director	Samir Modi @
Director Identification Number	00029554
Date of joining the Board	11/01/1994
Qualification	B.A. from Delhi University. Owner / President Management-Programme from Harvard University.
Profile of the Director	During initial years of his career, he worked with Phillip Morris Inc. for 2 years. He has been associated with the Company as Whole - time/ Executive Director since January, 1994. Apart from guiding various initiatives of the Company, he has been instrumental in setting up various businesses in the field of multi-level marketing, cosmetics, etc. and also actively associated with an NGO working towards prevention of spread of HIV/AIDS and empowerment of marginalized sections of the society. He is known for Innovative, leadership and marketing skills.

Directorships and Committee memberships in other companies*	1. Indian Cricket League Limited 2. Indofil Industries Limited 3. MEN Interactive Network Limited 4. Modern Home Care Products Limited 5. Modicare Limited 6. Success Principles India Limited
Number of Shares held in the Company	2000
Age	47 years

@ Son of Mr. K.K. Modi and Mrs. Bina Modi.
*Excludes directorships in private limited companies, foreign companies, alternate directorships and also memberships of Managing Committees of various chambers/bodies. Represents memberships/chairmanships of Audit Committee and Stakeholders' Relationship Committee (excluding private companies)

The details of his last drawn remuneration and the number of Board Meetings attended by him during the previous year, forms part of the Corporate Governance Report and shall be deemed as part of this Explanatory Statement.

Principal terms and conditions of his revised remuneration are as follows:

Commission	Mr. Samir Modi will be entitled to a Commission @ 5% of the net profits of the Company for each financial year or such lower % of profit if considered appropriate by the Board from time to time, as computed in the manner laid down under Sections 198 and other applicable provisions of the Companies Act, 2013 minus the amounts on account of salary, allowances, perquisites and benefits as detailed below. The Commission as above will be paid @ rupees one crore per quarter at the close of each quarter for first three quarters of the financial year and the balance, if any, will be paid or excess, if any, will be recovered after audited accounts of the said financial year are available.
Salary	Rs.20 lakhs per month, subject to revision upwards as may be permitted under the Companies Act, 2013 and/or any amendment thereof and/or as may be approved by the Board including the Nomination & Remuneration Committee of the Board.
Perquisites/ Benefits/ Allowances/ Facilities	He shall be entitled to the following perquisites/benefits/allowances/facilities:
	(1) Rent free, furnished accommodation owned/leased by the Company or house rent allowance in lieu there of as per rules of the Company.
	(2) Re-imbursement of expenses on actuals pertaining to gas, electricity, water and other expenses for upkeep, maintenance and security of residential accommodation.
	(3) Two personal attendants.
	(4) Contribution to Provident Fund and Superannuation Fund (with option for an allowance in lieu of Superannuation fund contribution as per the Company's Rules) up to such limits as may be prescribed under the Income-tax Act and the Rules made thereunder for this purpose.
	(5) Medical Expenses : Re-imbursement of all expenses including mediclaim insurance premium incurred for self and members of his family, at actuals.
	(6) Club Fees : Fees of club subject to a maximum of two clubs.
	(7) Leave Travel Concession : For self and family in accordance with rules of the Company.
	(8) Gratuity at the time of retirement / cessation of service as per rules of the Company.
	(9) Leave encashment of unavailed leave, as per rules of the Company.
	(10) Company maintained chauffer driven car for use on Company's business and personal purposes.
	(11) Fees for credit cards.
	(12) Group Personal Accident Insurance and Group Term Insurance Premiums as per rules of the Company.
	(13) Telecommunication facility at residence including mobile phone, internet facility and any other means of communication facility.
	(14) Re-imbursement of all the actual expenses including entertainment and travelling incurred during the course of the Company's business as per rules of the Company.
	(15) Re-imbursement of expenses incurred in connection with transfer as per rules of the Company.

Provided that the aggregate of the Salary, Commission, Perquisites, Benefits, Allowances and Facilities, etc. payable to Mr. Samir Modi shall be subject to overall ceiling of 5% of the net profits for one such managerial personnel and 10% of the net profits for all the managerial personnel in case of more than one such managerial personnel, as computed in accordance with the relevant provisions of the Companies Act, 2013.

Notwithstanding anything to the contrary contained herein, where, in any financial year during the currency of the tenure of Mr. Samir Modi, the Company has no profits or its profits are inadequate, his remuneration will be governed by the ceiling provided in Schedule V to the Companies Act, 2013, for minimum remuneration unless permission from the Central Government, if required, is obtained for paying more.

During the tenure of his appointment, he will not be entitled to any sitting fees for attending the meetings of the Board or any Committee thereof.

The appointment as aforesaid may be terminated by either party by giving three calendar months' notice in writing to the other.

Your Directors recommend the resolution for your approval.

Item No. 9.

Based on recommendation of Nomination and Remuneration Committee and subject to approval of the shareholders, the Board of Directors in its meeting held on 12th August, 2017, recommended for appointment of Mr. Sharad Aggarwal as a Whole-time Director for period of five years with effect from 1st October, 2017.

The draft letter of appointment to be issued to Mr. Sharad Aggarwal, Whole-time Director, is open for inspection by any Member at the Registered Office and Corporate Office of the Company during the business hours on any working day. The same may be treated as written memorandum setting out the terms and conditions of his appointment under Section 190 of the Companies Act, 2013.

Except Mr. Sharad Aggarwal himself, none of the other Directors, Key Managerial Personnel and / or their relative, is concerned or interested in this resolution.

The details of his last drawn remuneration has been mentioned in the explanatory statement.

He is being appointed for the first time on the Board of the Company and is not related to any other Director, Key Managerial Personnel and/or their relatives.

Brief Resume of Mr. Sharad Aggarwal:

Name of the Director	Sharad Aggarwal
Director Identification Number	07438861
Date of joining the Board	01/10/2017
Qualification	B.E. – Electronics PGDBM, IMT Ghaziabad (Gold Medalist) Advanced Management Programme – Harvard University
Profile of the Director	Mr. Sharad Aggarwal is currently designated as Executive Vice President (Operations) and is responsible for manufacturing, engineering, research and development (R & D), innovation and supply chain functions in the Company. He is also one of the Directors on the Board of subsidiary company, International Tobacco Company Limited. He is being proposed to be the incumbent to the position of Whole-time Director of the Company.
Directorships and Committee memberships in other companies*	International Tobacco Company Limited
Number of Shares held in the Company	None
Age	45 Years

*Excludes directorships in private limited companies, foreign companies, alternate directorships and also memberships of Managing Committees of various chambers/bodies. Represents memberships/chairmanships of Audit Committee and Stakeholders' Relationship Committee (excluding private companies)

Principal terms and conditions of his appointment are as follows:

Duties and Powers	Mr. Sharad Aggarwal will continue to be the head of manufacturing, engineering, R & D, innovation and supply chain functions of the Company. He will carry out such other duties and exercise such other powers as may be entrusted to him by the Managing Director and/or Board of Directors of the Company from time to time.
Remuneration	Mr. Sharad Aggarwal will be entitled to the following emoluments, benefits and perquisites including any other benefits applicable to the ' EVP' grade executives and this will be subject to the ceiling limits laid down in Sections 197 of the Companies Act, 2013 and Schedule V thereto.
Basic Salary	Rs. 7,64,565 per month
Personal Allowance	Rs. 1,52,333 per month
Additional Allowance	Rs. 1,14,685 per month (15% of Basic Salary)
Performance Bonus	Based on the performance and as may be applicable to EVP grade employees in the Company.
Perquisites (monetary value to be computed as per Income tax Act 1961)	(1) Company maintained chauffer driven car for use on Company's business and personal purposes, as per rules of the Company.
	(2) Medical Expenses: Re-imbursement of all expenses including medical insurance premium incurred for self and members of his family, as per rules of the Company.
	(3) Rent free accommodation owned/leased by the Company or house rent allowance in lieu thereof upto Rs.60,000, as per rules of the Company
	(4) Club Fees: Membership of two clubs
	(5) Fees for credit card
	(6) Group Personal Accident Insurance and Group Term Insurance Premiums as per rules of the Company
	(7) Contribution to Provident Fund up to such limits as may be prescribed under the Income-tax Act and the Rules made thereunder for this purpose
	(8) Leave Travel Concession: Rs.75,000 p.a. for self and family in accordance with rules of the Company
	(9) Leave encashment of un-availed leave, as per rules of the Company.
	(10) Gratuity at the time of retirement/cessation of service as per rules of the Company
	(11) Telecommunication facility at residence including mobile phone, internet facility and any other means of communication facility.
	(12) Re-imbursement of travelling, entertainment and other expenses incurred for the business of the Company as per rules of the Company
	(13) Re-imbursement of expenses incurred in connection with transfer as per rules of the Company
	(14) Entitlement to the housing loan at concessional rate of interest as per rules of the Company (current maximum limit Rs.20 lakhs)
	(15) Any other perk of the nature as may become applicable to his grade as per rules of the Company.
Annual Increment:	Will be entitled to annual increment w.e.f. 1st April of every financial year as applicable to his grade.

Provided, that the salary and monetary value of perquisites shall not exceed overall ceiling as specified under section 197(1) of the Companies Act 2013 read with Schedule V.

Notwithstanding anything to the contrary contained herein, where, in any financial year during the currency of the tenure of Mr. Sharad Aggarwal, the Company has no profits or its profits are inadequate, his remuneration will be governed by the ceiling provided in Schedule V to the Companies Act, 2013, for minimum remuneration unless permission from the Central Government, if required, is obtained for paying more.

During the tenure of his appointment, he will not be entitled to any sitting fees for attending the meetings of the Board or any Committee thereof.

The appointment as aforesaid may be terminated by either party by giving three months' notice in writing to the other.

Your Directors recommend the resolution for your approval.

New Delhi : August 12, 2017

REGISTERED OFFICE:
'Macropolo Building', Ground Floor,
Next to Kala Chowky Post Office,
Dr. Babasaheb Ambedkar Road,
Lalbaug, Mumbai - 400 033

By order of the Board
for Godfrey Phillips India Limited

Sanjay Gupta
Company Secretary
Membership No.7545

GODFREY PHILLIPS
—INDIA LIMITED—

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Godfrey Phillips India Limited

CIN: L16004MH1936PLC008587

Registered Office : 'Macropolo Building', Ground Floor, Next to Kala Chowky Post Office, Dr. Babasaheb Ambedkar Road, Lalbaug, Mumbai – 400 033
Phone : 022-61952300 Fax : 022-61952319 Email : isc-gpi@modi.com Website : www.godfreyphillips.com

Name of the Member(s)	
Registered address	
Email ID	
Folio No./ Client ID	
DP ID	No. of Shares

I/We, being the member(s) of the above named Company holding ..... shares of the Company, hereby appoint:

1. Name		
Address / Email ID	Signature	
Or failing him/her		
2. Name		
Address / Email ID	Signature	
Or failing him/he		
3. Name		
Address / Email ID	Signature	

as my/ our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 80th Annual General Meeting of the Company, to be held on Friday, 15th September, 2017 at 3:30 p.m.at Rama Watumull Auditorium, K.C. College, Dinshaw Wacha Road, Churchgate, Mumbai - 400 020 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No	Resolutions	For*	Against*
	Ordinary Business		
1.	a. Adoption of Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2017, the reports of the Board of Directors and Auditors thereon; and		
	b. Adoption of Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2017.		
2.	Declaration of dividend on equity shares.		
3.	Re-appointment of Mr. Samir Modi, (DIN 00029554) who retires by rotation, and being eligible, offers himself for re-appointment.		
4.	To appoint a director in place of Mr. R. Ramamurthy Iyer (DIN 00030463) who retires by rotation and being eligible, does not offers himself for re-appointment and appoint Mr. Sharad Aggarwal (DIN 07438861) as director in place of Mr. R.Ramamurthy Iyer who shall be liable to retire by rotation.		
5.	Appointment of M/s.S.R.Batliboi & Co.LLP, Chartered Accountants (Firm Registration no. 301003E), as the Statutory Auditors of the Company		
	Special Business		
6.	Approval of remuneration payable to M/s Chandra Wadhwa & Co., Cost Auditors for the financial year 2017-18.		
7.	Approval of revision in terms & conditions relating to payment of remuneration to Mr. K.K. Modi with effect from 1st April, 2017		
8.	Approval of revision in terms & conditions relating to payment of remuneration to Mr. Samir Modi with effect from 1st April, 2017		
9.	Approve the appointment of Mr. Sharad Aggarwal as a Whole -time Director of the Company with effect from 1st October, 2017 for period of 5 years.		

Signed this — day of———2017

Signature of Member———

Affix Revenue Stamp

Signature of Proxy———

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the company, not less than 48 hours before the commencement of the Meeting.
2. A person can act as a proxy on behalf of Members, not exceeding fifty, and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% of the total share capital of the Company carrying voting Rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

* It is optional to put a "√" in the appropriate column against the resolution indicated in the box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/ she deems appropriate.

* Rama Watumull Auditorium, K.C. College, Dinshaw Wacha Road, Churchgate, Mumbai - 400 020

GODFREY PHILLIPS
—INDIA LIMITED—

Godfrey Phillips India Limited
CIN: L16004MH1936PLC008587
Registered Office : 'Macropolo Building', Ground Floor, Next to Kala Chowky Post Office,
Dr. Babasaheb Ambedkar Road, Lalbaug, Mumbai – 400 033
Phone : 022-61952300 Fax : 022-61952319
Email : isc-gpi@modi.com Website : www.godfreyphillips.com

ATTENDANCE SLIP

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL
Joint Shareholders may obtain additional slip at the Venue of the meeting

No. of shares held : .....

Registered Folio No./ DP ID/ Client ID : .....

I certify that I am a Member / Proxy for the Member of the Company.

I hereby record my presence at the 80th Annual General Meeting of the Company to be held on Friday, 15th September, 2017 at 3:30 p.m. at Rama Watumull Auditorium, K.C. College, Dinshaw Wacha Road, Churchgate, Mumbai - 400 020

.....
Name of the Member/Proxy
(in BLOCK letters)

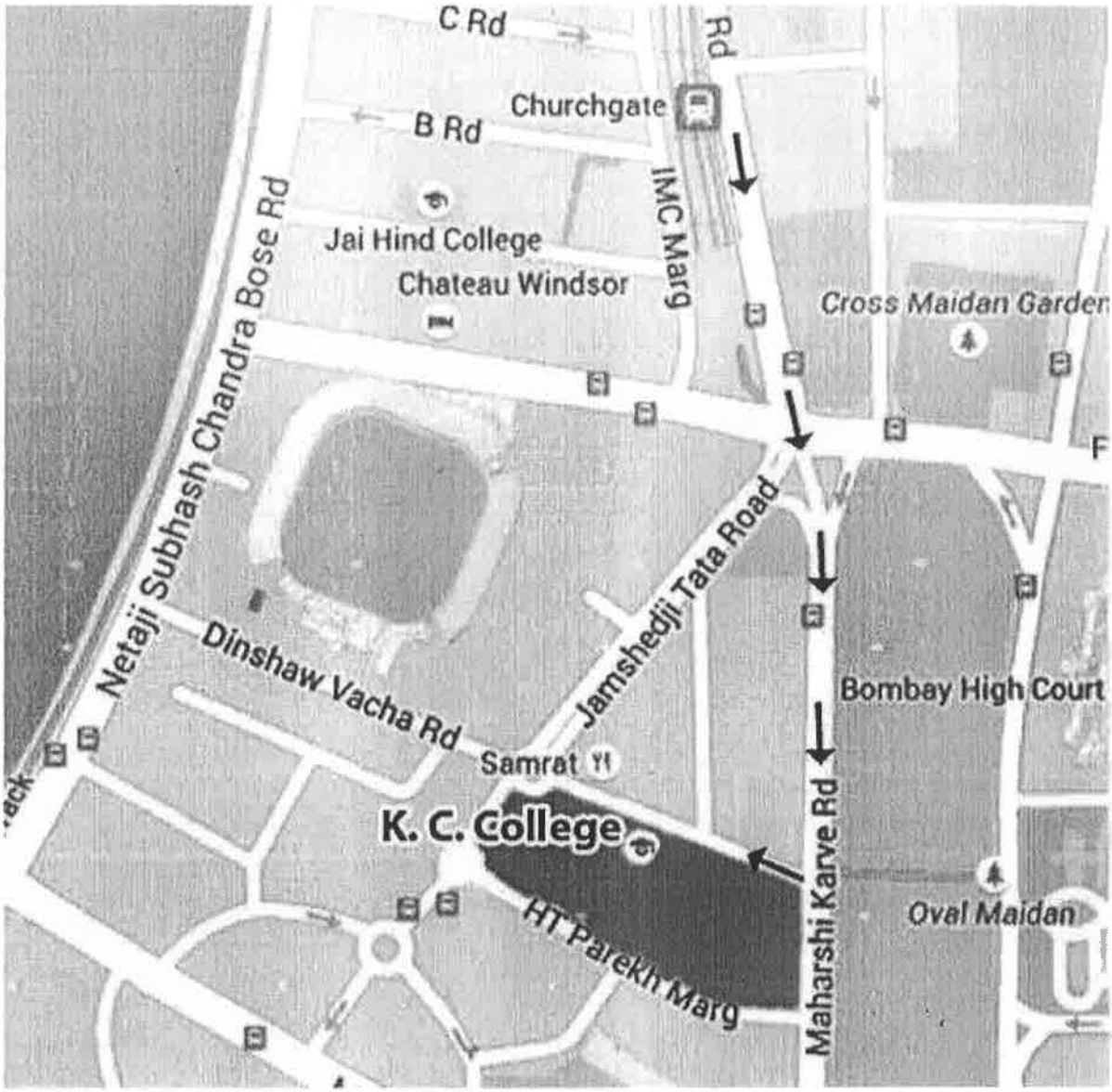
.....
Signature of the Member/Proxy

GODFREY PHILLIPS
INDIA LIMITED

ROUTE MAP TO ANNUAL GENERAL MEETING VENUE

Location: Rama Watumull Auditorium, K.C. College, Dinshaw Wacha Road,
Churchgate, Mumbai - 400 020

Landmark : Oval Maidan



GODFREY PHILLIPS INDIA LIMITED

CIN: L16004MH1936PLC008587
Regd.off.: 'Macropolo Building', Ground Floor, Next to Kala Chowky Post Office, Dr. Babasaheb Ambedkar Road, Lalbaug, Mumbai - 400 033. Phone: 022-6195 2300/ Fax : 022-6195 2319
Email: isc-gpi@modi.com / Website: www.godfreyphillips.com

REMOTE E-VOTING FORM

(Pursuant to Section 108 of the Companies Act, 2013 Read with Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Sr.No.:

Name of the sole / first named Member :
Address :

Registered folio No./ DP & Client ID NO* (*applicable to investors holding shares in dematerialized form) :
Joint Holder 1 :
Joint Holder 2 :
No. of Shares held :

Dear Member,

Sub: Voting through electronic means (Remote E-Voting)

Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 Read with the Companies (Management and Administration) Rules, 2014, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Godfrey Phillips India Limited ("the Company") is pleased to provide to its Members, the facility to exercise their vote through electronic means i.e. 'remote e-voting' on resolutions proposed to be passed at the 80th Annual General Meeting scheduled to be held on Friday, September 15, 2017 at 3.30 p.m.

The Company has engaged the services of National Securities Depository Limited (NSDL) as agency to provide remote e-voting facilities. The remote e-voting facility is available at the link https://www.evoting.nsdl.com/

The remote e-voting particulars are set out below:

REMOTE ELECTRONIC VOTING PARTICULARS

EVEN (Electronic Voting Event Number)	User ID	Password / PIN
106882		

If you have already registered for e-voting, no password has been provided above. Kindly refer Instruction No.'II'overleaf.

The e-voting facility will be available during the following voting period:

Commencement of Remote E-voting :	From 9 a.m. (IST) on September 12, 2017
End of Remote E-voting :	Up to 5 p.m. (IST) on September 14, 2017

The Remote E-voting will not be allowed beyond the aforesaid date and time.The E -voting module shall be disabled by NSDL upon expiry of the aforesaid period.

The cut-off date (i.e the record date) for the purpose of remote e-voting is September 08, 2017.

This Communication forms an integral part of the Notice dated August 12, 2017 convening the 80th Annual General Meeting scheduled to be held on Friday, September 15, 2017 at 3.30 p.m.

Please read the instructions printed overleaf before exercising the vote.

The Notice of the Annual General Meeting and this Communication are also available on the website of the Company at www.godfreyphillips.com/financials

By Order of the Board

Sanjay Gupta
Company Secretary
Membership No. : 7545

August 12, 2017
New Delhi

INSTRUCTIONS FOR REMOTE E-VOTING

Members are requested to follow the instructions given below to cast their vote through remote e-voting :

Specific Instructions and process to be followed for remote e-voting:

A. In case a Member receives an email from NSDL [for members whose email ids are registered with the Company/Depository Participants(s)] :

(i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password / PIN for remote e-voting. Please note that the password is an initial password.

(ii) Launch internet browser by typing the following URL: https://www.evoting.nsdl.com/

(iii) Click on Shareholder - Login

(iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.

(v) Password change menu appears. Change the password / PIN with new password of your choice with minimum 8 digits / characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(vi) Home page of remote e-voting opens. Click on remote e-voting : Active Voting Cycles.

(vii) Select "EVEN" of "Godfrey Phillips India Limited".

(viii) Now you are ready for remote e-voting as Cast Vote page opens.

(ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

(x) Upon confirmation, the message "Vote cast successfully" will be displayed.

(xi) Once you have voted on the resolution, you will not be allowed to modify your vote.

(xii) Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF / JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to scrutinizergpi@gmail.com with a copy marked to evoting@nsdl.co.in.

B. In case a Member receives physical copy of the Notice of Annual General Meeting [for members whose email ids are not registered with the Company/Depository Participants(s) or requesting physical copy] :

(i) Initial password is provided as below/at the bottom of the remote e-voting form for the Annual General Meeting :

EVEN (Remote E-voting Event Number)	USER ID	PASSWORD/PIN

(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

General Instructions:

I In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members, available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

II. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password / PIN for casting your vote.

III. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

IV. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of September 08, 2017.

V. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. September 08, 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or evoting@linkintime.co.in

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you have forgotten your password, you can reset your password by using "Forgot User Details / Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID+ClientID).
In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No+Folio No).

VI. A member may participate in the Annual General Meeting even after exercising his right to vote through remote e- voting but shall not be allowed to vote again at the Annual General Meeting.

VII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the Annual General Meeting through ballot paper.

VIII. Mr. V Ramachandran (CP No.4731), Proprietor V. R. Associates Company Secretaries has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting (i.e. remote e-voting and physical voting at the Meeting) process in a fair and transparent manner.

IX. The Chairman shall, at the Annual General Meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of Ballot Paper for all those members who are present at the Annual General Meeting but have not cast their votes by availing the remote e-voting facility.

X. The Scrutinizer shall after the conclusion of voting at the Meeting, will first count the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses, not in the employment of the Company and shall make, within 48 hours of the conclusion of the Annual General Meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

XI. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company i.e. www.godfreyphillips.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the National stock Exchange of India Limited & BSE Limited, Mumbai.

XII. Subject to receipt of the requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Annual General Meeting i.e. September 15, 2017.